

NOTICE OF FILING AND PUBLIC HEARING

D.T.E. 02-33

May 22, 2002

Petition of New England Power Company for approval to divest ownership interest in Seabrook Nuclear Power Station pursuant to G.L. c. 164, § 76 and for findings under Section 32(c) of the Public Utility Holding Company Act of 1935.

On May 17, 2002, New England Power Company ("NEP" or "Company") filed a petition requesting approval by the Department of Telecommunications and Energy ("Department") of the sale of NEP's interest in Seabrook Nuclear Power Station ("Station") to FPL Energy Seabrook, L.L.C. ("FPLE Seabrook") pursuant to G.L. c. 164, §§ 1A, 1G, 76 and NEP's restructuring settlement, approved in Massachusetts Electric Company and Nantucket Electric Company, D.P.U./D.T.E. 96-25-A (1997). NEP also requests that the Department issue findings that would allow the divested assets to qualify as "eligible facilities" pursuant to Section 32(c) of the Public Utility Holding Company Act of 1935, codified as 15 U.S.C. § 79z-5a ("PUHCA").

NEP has a 9.96 percent ownership interest in the Station. All but three of the Station's owners offered their combined 88.23 percent interest in the Station in a public auction. FPLE Seabrook entered the winning bid. NEP and the other selling owners entered into purchase and sale agreements with FPLE Seabrook to sell their ownership interests for \$836.6 million, subject to certain adjustments at closing. NEP is not seeking to adjust to any transition charges related to the sale in this proceeding.

The Department will hold a public hearing to receive comments on NEP's petition. The hearing will take place on Wednesday, June 12, 2002, at 10:00 a.m. at the Department's offices, One South Station, 2nd Floor, Boston, Massachusetts 02110. A procedural conference will follow immediately thereafter.

The Company's petition may be inspected at the offices of the Department, Monday through Friday, between the hours of 9:00 a.m. and 5:00 p.m. A copy of the petition may also

be inspected at NEP's offices, 25 Research Drive, Westborough, MA 01582 (contact Laura S. Olton, Esq. (508) 389-2780).

Any person who desires to file written comments or to participate otherwise in this proceeding shall submit an original and three (3) copies of such written comments, or petition for leave to intervene in the proceeding with Mary L. Cottrell, Secretary, Department of Telecommunications and Energy, One South Station, Boston, Massachusetts 02110, no later than the close of business (5:00 p.m.) on Monday, June 10, 2002. A petition for leave to intervene must satisfy the timing and substantive requirements of 220 C.M.R. § 1.03. Receipt by the Department, not mailing, constitutes filing and determines whether a petition has been timely filed. A petition filed late may be disallowed as untimely, unless good cause is shown for waiver under 220 C.M.R. § 1.01(4). To be allowed, a petition under 220 C.M.R. § 1.03(1) must satisfy the standing requirements of G.L. c. 30A, § 10.

All written pleadings, comments, or petitions to intervene must also be submitted to the Department in electronic format using one of the following methods: (1) by e-mail attachment to dte.efiling@state.ma.us and Jesse.Reyes@state.ma.us; or (2) on a 3.5" disk, IBM-compatible format. The text of the e-mail or the disk label must specify: (1) the docket number of the proceeding, D.T.E. 02-33; (2) name of the person or company submitting the filing; and (3) a brief descriptive title of the document. The electronic filing should also include the name, title and phone number of a person to contact in the event of questions about the filing. Text responses should be written in either Word Perfect (naming the document with a ".wpd" suffix), in Microsoft Word, (naming the document with a ".doc" suffix) or as an Adobe PDF file (naming the document with a ".pdf" suffix). Data or spreadsheet responses should be compatible with Microsoft Excel. All comments submitted in electronic format will be posted on the Department's web site: <http://www.mass.gov/dpu>.

Any person desiring further information regarding this notice may contact: Jesse S. Reyes, Hearing Officer, Department of Telecommunications and Energy, One South Station, Boston, Massachusetts 02110, tel. (617) 305-3500.